IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(Northern Division)

FIDELITY AND DEPOSIT COMPANY *
OF MARYLAND,

                                 *

            Plaintiff,    *
    v.

                                 *

TELMARK, LLC, AGWAY ENERGY      **REPLY DECLARATION**
PRODUCTS, LLC, AGWAY ENERGY *
SERVICES, INC., AGWAY ENERGY
SERVICES-PA, INC.,           *   Civil Action No. JFM 03CV0266

           Defendants.  *

 *    *    *    *    *    *    *    *    *    *    *    *    *

STATE OF NEW YORK      )
                       ) ss:
COUNTY OF ONONDAGA    )

        **THOMAS D. KELEHER**, under penalty of perjury, declares that:

        1.     I am a Partner of Bond, Schoeneck & King, PLLC, attorneys for defendants Telmark, LLC, Agway Energy Products, LLC, Agway Energy Services, Inc. and Agway Energy Services-PA, Inc.  I am fully familiar with the facts and circumstances underlying this litigation.

        2.     Agway, Inc., Telmark, LLC, Agway Energy Products, LLC., Agway Energy Services, Inc. and Agway Energy Services, PA, Inc. have commenced an adversary proceeding against plaintiff Fidelity and Deposit Company of Maryland ("F&D") in the United States Bankruptcy Court for the Northern District of New York.

3.      The adversary proceeding seeks a judgment declaring the rights and obligations of the parties under the Indemnity Agreements that are the subject of this action.  Specifically, the adversary proceeding seeks to determine to what extent, if any, Defendants are liable to F&D under the Indemnity Agreements.

4.      The adversary proceeding also requests judgment extending the stay provided under 11 U.S.C. § 362, pursuant to 11 U.S.C. § 105(a), to Telmark, LLC, Agway Energy Products, LLC, Agway Energy Services, Inc. and Agway Energy Services-PA, Inc.

5.      The Complaint filed in the adversary proceeding is attached hereto as Exhibit 1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 20, 2003.

_____/s/*_____
Thomas D. Keleher

*John F. Dougherty hereby certifies that he has a signed copy of the foregoing document available for inspection at any time by the Court or a party to this action.

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